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June 1, 2000

Mr. K. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

**VIA HAND DELIVERY**

**Re: APPLICATION OF MEMPHIS NETWORKX, LLC FOR A CERTIFICATE  
OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE  
INTRASTATE TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER DIVISION, A  
DIVISION OF THE CITY OF MEMPHIS, TENNESSEE ("MLGW")  
AND A&L NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW AND A&L  
REGARDING JOINT OWNERSHIP OF MEMPHIS NETWORKX, LLC.  
DOCKET NO. 99-00909**

Dear Mr. Waddell:

Please find enclosed for filing an original and thirteen (13) copies of Time Warner Telecom of the Mid-South, L.P.'s, Time Warner Communications of the Mid-South's, and the Tennessee Cable Telecommunications Association's Motion to Bifurcate Hearing Schedule in the referenced proceeding. Copies are being served on parties' counsel. Please contact me should you have any questions about this filing.

Very truly yours,  
**FARRIS, MATHEWS, BRANAN  
BOBANGO & HELLEN, P.L.C.**

*Jon F. Minkoff*  
Jon F. Minkoff

cc: Carolyn Marek  
Dean Deyo  
Stacey Burks

POSTED  
62-00D

MEMPHIS DOWNTOWN: One Commerce Square, Suite 2000, Memphis, Tennessee 38103, (901) 259-7100 telephone, (901) 259-7150 facsimile

MEMPHIS EAST: 530 Oak Court Drive, Suite 345, Memphis, Tennessee 38117, (901) 762-0530 telephone, (901) 683-2553 facsimile

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**IN RE:**

**APPLICATION OF MEMPHIS NETWORKX, LLC  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE  
AND NECESSITY TO PROVIDE INTRASTATE  
TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER  
DIVISION, A DIVISION OF THE CITY OF  
MEMPHIS, TENNESSEE ("MLGW") AND A&L  
NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW  
AND A&L REGARDING JOINT OWNERSHIP OF  
MEMPHIS NETWORKX, LLC.**

**DOCKET NO. 99-00909**

**MOTION FOR BIFURCATED HEARING SCHEDULE**

Intervenors, Time Warner Communications of the Mid-South, Time Warner Telecommunications of the Mid-South L.P., and the Tennessee Cable Telecommunications Association ("Movants") respectfully move the Tennessee Regulatory Authority (the "Authority") to bifurcate this proceeding in order to address the developments in this docket since the parties' last meeting, which occurred on May 2, 2000. Specifically, the Movants request that before the Authority conducts a full hearing on the merits, the Directors first consider the approval of the settlement agreement ("Agreement") between the Movants and the Applicant and Joint Petitioners which was incorporated into the Amended Application. The Movants believe that it would be beneficial to bifurcate the proceeding because it would determine the Movants' role in this docket, and also because it would establish the most effective manner in which to conduct the hearing on the merits. In support of this motion, Movants would respectfully state and show to the Authority as follows:

1. Prior to the scheduled May 2, 2000 hearing for this cause, the Movants, the Intervenor, Nextlink, the Applicant, Memphis Networkx, and the Joint Petitioners, Memphis Light Gas & Water ("MLG&W") and A&L Networks-Tennessee, L.L.C. ("A&L") filed a signed settlement agreement entitled "Amended Application of Memphis Networkx, LLC." Subsequently, the TRA Directors convened the hearing, questioned the parties about the Amended Application and Agreement, and ultimately expressed concern regarding one or more provisions of the Application as amended by the Agreement. Consequently, the Directors postponed the hearing, and remanded the case to the Pre-Hearing Officer for further consideration.

2. The Pre-Hearing Officer conducted a Status Conference on May 2, 2000, in order to revise the procedural schedule, evaluate the parties' positions as a result of the Agreement, and to determine the effect of the Agreement on the role of the TRA staff in this proceeding. At the conference's conclusion, the parties were required to file position statements explaining the Agreement's impact on the Issues List. The Pre-Hearing Officer also permitted TRA staff to serve Data Requests upon the Applicant and Joint Petitioners. Furthermore, the Intervenor, the International Brotherhood of Electrical Workers, Local 1288 ("IBEW") requested an expansion of its role to allow for IBEW witnesses at the Hearing, and for the admission of testimony and documents offered by way of deposition.

3. On May 5, 2000, the Consumer Advocate Division ("CAD") filed a petition to intervene.

4. On May 7, 2000, the TRA staff served the Applicant and Joint Petitioner with Data Requests.

5. On May 8, 2000, TWT, TWC, and the TCTA filed a Position Statement on the Amended Application requesting that the original application be examined and revised in a manner consistent with the conditions of the amendment to the Application.

6. On May 8, 2000, the Applicant and Joint Petitioners made a filing, wherein they attached a substitution to Section 7 of the original Application. That replacement section provides in part that “Memphis Networx intends to provide wholesale telecommunication services including local exchange services to carriers and providers, including but not limited to, competitive local exchange carriers, incumbent local exchange carriers, interexchange carriers, wireless carriers, shared tenant service providers, international transmission corporations, CATV providers, video on demand providers, security service providers, internet service providers, wide area network providers, inter-local network providers, virtual private network providers, application service providers, cable modem service providers and DSL service providers. Memphis Networx also seeks authority to resell intraLATA local exchange and interLATA exchange services in Tennessee.” This explanation of “wholesale services” fails to conform with the ordinary and plain meaning of this term within the industry, as agreed to by the parties during their settlement negotiations and evidenced by the written Settlement Agreement. Movants submit that the explanation filed by the Applicant and Joint Petitioners is inconsistent with the terms of the Settlement Agreement.

7. On May 11, 2000, the Applicant and Joint Petitioners responded to the TRA staff’s Data Request, producing volumes of previously undisclosed information.

8. On May 22, 2000, the Pre-Hearing Officer entered an Order expanding the IBEW's role during the hearing. The Order also permitted the CAD to intervene.

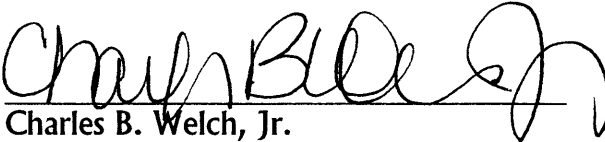
9. The Movants request that the Directors hold an initial hearing to determine whether the Settlement Agreement should be approved and adopted by order as conditions to the Application. It is the Movants' position that the Authority's consideration and decision regarding the Settlement Agreement as conditions to the Application will significantly impact the nature and scope of the hearing. If the Settlement Agreement is not approved by Authority order as conditions to the Applicant's Certificate of Convenience and Public Necessity, Movants would expect to fully participate in the hearing on the merits of the Application. Due to the complexity of the issues presented for determination in this proceeding, the volume of documentary evidence, the expansion of the IBEW's participation, the admission of the CAD as an intervenor, and the production of new information by Applicant and Joint Petitioners in response to the TRA staff's Data Requests, it is important that the effect of the Settlement Agreement and the role of these Movants be determined prior to the scheduling of a hearing on the merits of the Application.

10. In response to the Applicant's and Joint Petitioners' previous requests for scheduling, the Movants would respectfully request that a hearing not be scheduled between the dates of June 20 and July 5, 2000, as these dates conflict with other obligations and long- standing commitments of counsel for the Movants.

WHEREFORE, the Movants respectfully pray that their Motion to Bifurcate the Proceeding be granted, and that such hearing take place either before June 20 or after July 5, 2000.

Respectfully submitted,

FARRIS, MATHEWS, BRANAN,  
BOBANGO & HELLEN, P.L.C.



Charles B. Welch, Jr.

**CERTIFICATE OF SERVICE**

I, Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing **MOTION TO BIFURCATE HEARING SCHEDULE** on the parties listed below, by depositing copy of same in the U.S. Mail, postage prepaid or by hand delivery, as designated below, this the first day of June, 2000.

D. Billye Sanders, Esquire  
Waller Lansden et al.  
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Henry Walker, Esquire  
Boult, Cummings, et al.  
414 Union Avenue, Suite 1600 -Served via U.S. mail  
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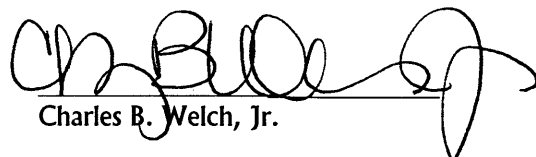
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Charles B. Welch, Jr.